

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
MARSHALL DIVISION**

Phoenix Licensing, L.L.C., an Arizona limited liability company, and LPL Licensing, L.L.C., a Delaware limited liability company;

Plaintiffs,

vs.

Aetna Inc., a Pennsylvania corporation; Aetna Life Insurance Company, a Connecticut corporation; Commerce Bancshares, Inc., a Delaware corporation; Commerce Bank, N.A., a national banking association; Cullen/Frost Bankers Inc., a Texas corporation; Frost National Bank, a national banking association; HSBC Finance Corporation, a Delaware corporation; HSBC Bank USA, N.A., a national banking association; HSBC Bank Nevada, N.A., a national banking association; HSBC Card Services, Inc., a Delaware corporation; HSBC Technology & Services, Inc.; a Delaware corporation; HSBC Credit Center, Inc., a Delaware corporation; Liberty Mutual Insurance Company, a Massachusetts corporation; MetLife, Inc., a Delaware corporation; Metropolitan Life Insurance Company, a New York corporation; MetLife Bank N.A., a national banking association; Metropolitan Property and Casualty Insurance Company, a Rhode Island corporation; Mutual of Omaha Insurance Company, a Nebraska corporation; United of Omaha Life Insurance Company, a Nebraska corporation; United World Life Insurance Company, a Nebraska corporation; Sovereign Bank, a federally chartered savings bank, UnitedHealth Group, Inc., a Minnesota corporation; United HealthCare Insurance Company, a Connecticut corporation; Golden Rule Insurance Company, an Illinois corporation; United Healthcare Services, Inc., a Minnesota corporation; a PacifiCare Health Systems LLC, a Delaware corporation;

Defendants.

CASE NO. 2:11-cv-285

Jury Trial Demanded

**AGREED MOTION FOR LIMITED DISCOVERY ORDER
AND PROTECTIVE ORDER**

Plaintiffs Phoenix Licensing L.L.C. and LPL Licensing L.L.C. (collectively, “LPL”) and Defendants Mutual of Omaha Insurance Company, United of Omaha Life Insurance Company, and United World Life Insurance Company (collectively, “Mutual”) file this agreed motion for (1) limited early discovery, and (2) a protective order governing such discovery, as follows:

In connection with settlement discussions, Mutual has asked for copies of LPL’s prior license and/or settlement agreements (the “Agreements”). LPL would like to accommodate this request, but it is constrained due to confidentiality provisions in the Agreements. In order to facilitate this production, LPL and Mutual respectfully move the court (1) to permit early discovery limited to production of LPL’s license and/ or settlement agreements to Mutual and (2) to enter a Protective Order governing the production of LPL’s license and/ or settlement agreements to Mutual. This discovery, if permitted, shall be limited to a Rule 34 request for production from Mutual to LPL in which Mutual may ask LPL to produce copies of its Agreements. Further discovery in the case can occur in the normal course in accordance with the Court’s normal schedule and procedures.

A proposed Limited Discovery Order and a proposed Protective Order accompany this Motion.

Date: October 26, 2011

/s/Richard E. Lyon .

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PHOENIX LICENSING, L.L.C. and
LPL LICENSING, L.L.C.

Date: October 26, 2011

/s/ Jason S. Jackson .

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CERTIFICATE OF SERVICE

I hereby certify that all counsel of record who are deemed to have consented to electronic service are being served this 26th day of October, 2011, with a copy of this document via the Court's CM/ECF system per Local Rule CV-5(a)(3). Any other counsel of record will be served by electronic mail, facsimile transmission and/or first class mail on this same date.

/s/ Richard E. Lyon